

PRIMO WATER CORP /CN/

FORM 8-K (Current report filing)

Filed 07/30/10 for the Period Ending 07/30/10

Address	4221 W. BOY SCOUT BLVD. SUITE 400 TAMPA, FL, 33607
Telephone	813-313-1732
CIK	0000884713
Symbol	PRMW
SIC Code	2086 - Bottled and Canned Soft Drinks and Carbonated Waters
Industry	Non-Alcoholic Beverages
Sector	Consumer Non-Cyclicals
Fiscal Year	12/28

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 30, 2010

Cott Corporation

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

001-31410
(Commission
File Number)

98-0154711
(IRS Employer
Identification No.)

6525 Viscount Road
Mississauga, Ontario, Canada

L4V1H6

5519 West Idlewild Avenue
Tampa, Florida, United States
(Address of Principal Executive Offices)

33634
(Zip Code)

Registrant's telephone number, including area code: (905) 672-1900
(813) 313-1800

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

On July 30, 2010, Cott Corporation (the “Company”) issued a press release announcing receipt of early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 for the Company’s proposed acquisition of Cliffstar Corporation. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 30, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cott Corporation
(Registrant)

July 30, 2010

By: /s/ Marni Morgan Poe
Marni Morgan Poe
Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 30, 2010.



Press Release

CONTACT:

Kimball Chapman
Investor Relations
Tel: (813) 313-1840
investor.relations@cott.com

COTT RECEIVES EARLY TERMINATION OF HSR WAITING PERIOD FOR CLIFFSTAR ACQUISITION

TORONTO, ON and TAMPA, FL – July 30, 2010 — Cott Corporation (NYSE:COT; TSX:BCB) announced today that on July 30, 2010, the U.S. Department of Justice and Federal Trade Commission granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act (the “HSR Act”) for Cott’s proposed acquisition of Cliffstar Corporation (“Cliffstar”). As previously announced, Cott has entered into an Asset Purchase Agreement with Cliffstar to acquire substantially all of the assets and liabilities of Cliffstar and its affiliated companies. The purchase price is \$500 million in cash, payable at closing, subject to adjustments for working capital, indebtedness and certain expenses. Cliffstar is entitled to additional contingent earnout consideration of up to a maximum of \$55 million, the first \$15 million of which is payable upon the taking of substantial steps toward upgrades of certain expansion projects in 2010, and the remainder is based on the achievement of certain performance measures during the fiscal year ending January 2, 2011. Cliffstar is also entitled to \$14 million of deferred consideration which will be paid over a three-year period. The closing of the transaction remains subject to receipt of financing and other customary conditions. Expiration of the HSR Act waiting period satisfies one of the conditions of the transaction. The transaction is expected to close in the third quarter of 2010.

About Cott Corporation

Cott Corporation is one of the world’s largest non-alcoholic beverage companies and the world’s largest retailer brand soft drink company. With approximately 2,800 employees, Cott operates bottling facilities in the United States, Canada, the United Kingdom and Mexico. Cott markets non-alcoholic beverage concentrates in over 50 countries around the world.

Website: www.cott.com

Safe Harbor Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and applicable Canadian securities laws conveying management’s expectations as to the future based on plans, estimates and projections at the time Cott makes the statements. Forward-looking statements involve inherent risks and uncertainties and Cott cautions you that a number of important factors could cause actual results to differ

Press Release



materially from those contained in any such forward-looking statement. The forward-looking statements contained in this press release include, but are not limited to, statements related to the anticipated timing of the Cliffstar transaction, the completion of the transaction on the terms proposed, the financing of the transaction on terms currently anticipated, and the potential impact the transaction will have on Cott. The forward-looking statements are based on assumptions regarding the timing of receipt of the necessary financing, the time necessary to satisfy the conditions to the closing of the transaction, and management's current plans and estimates. Management believes these assumptions to be reasonable but there is no assurance that they will prove to be accurate.

Factors that could cause actual results to differ materially from those described in this press release include, among others: (1) the ability to obtain financing and consummate the proposed transaction; (2) changes in estimates of future earnings and cash flows; (3) changes in expectations as to the closing of the transaction; (4) expected synergies and cost savings not being achieved or being achieved at a slower pace than expected; (5) integration problems, delays or other related costs; (6) retention of customers and suppliers; (7) the cost of capital necessary to finance the transaction; and (8) unanticipated changes in laws, regulations, or other industry standards affecting the companies.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Readers are urged to carefully review and consider the various disclosures, including but not limited to risk factors contained in Cott's Annual Report on Form 10-K for the year ended January 2, 2010 and its quarterly reports on Form 10-Q, as well as other periodic reports filed with the securities commissions. Cott does not, except as expressly required by applicable law, undertake to update or revise any of these statements in light of new information or future events.